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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

Case No. BK-S-06-10725-LBR

USA COMMERCIAL MORTGAGE COMPANY,

Chapter 11

Debtor.

USACM Trust's Amended Motion to Amend Omnibus Objections Re: The Fiesta Oak Valley Loan.

Date of Hearing: November 15, 2011

Time of Hearing: 9:30 a.m.

Estimated Time for Hearing: 10 minutes

The USACM Liquidating Trust (the “USACM Trust”) moves to amend portions of the Fifth, Sixth, and Tenth Omnibus Objections to Proofs of Claim Based Upon Investment in the Fiesta Oak Valley Loan (“Fiesta Oak Valley Loan”) [DE Nos. 9073, 9074, 9078, respectively] (the “Objections”). The Objections seek, in part, to allow 20% of each Fiesta Oak Valley claim, and disallow the remaining 80% of each claim. The Court is scheduled to hear the Objections at the omnibus hearing on October 18, 2011.

The Objections list all of the Fiesta Oak Valley claims and, in most cases, list a specific dollar amount for each claim. In some instances, however, the claim amount is shown as “unknown.” This presents a problem because the USACM Trust cannot make a distribution if a claim is not allowed for a sum certain amount. Thus, the USACM Trust moves to amend the Objections so that the amounts shown as “unknown” are replaced with the specific dollar amounts provided in **Exhibit A**, attached.

For the proofs of claim listed in **Exhibit A**, attached, counsel for the USACM Trust has determined to a reasonable degree of certainty the amount of the Direct Lender's investment in the Fiesta Oak Valley Loan. This was done by reviewing the relevant proofs of claim and USACM's loan file for the Fiesta Oak Valley Loan. The USACM Trust equates the amount of the Direct Lender's investment in the Fiesta Oak Valley Loan with the amount of the Direct Lender's claim.

Exhibit A, attached, identifies the six Fiesta Oak Valley claims allowed in “unknown” amounts and indicates the amount in which those claims should now be allowed. As to each proof of claim listed, the exhibit explains how counsel for the USACM Trust arrived at the allowed claim amount now proposed to the Court.

So as not to delay distributions based upon those Fiesta Oak Valley claims that are not affected by this motion, at the omnibus hearing on October 18, 2011, the USCM Trust will ask the Court to allow 20% of the Fiesta Oak Valley claims, except for those claims where the Objections indicate that the amount of the claim is “unknown.” Then, on November 15, 2011, when the Court hears this motion and after the claimants have been given sufficient notice of the amount of the claim that the USACM Trust seeks to allow for them, the USACM Trust will ask the Court to allow the claims referenced in this motion for the amounts shown on **Exhibit A**, attached. The USACM Trust requests such additional relief as the Court may deem proper.

LEWIS AND ROCA LLP

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1 *Copy of the foregoing*

1 *Mailed by first class postage*

2 *Prepaid U.S. Mail to the parties listed on*

2 *Exhibit A attached.*

3 *S. Renee Creswell*

3 *Lewis and Roca LLP*

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